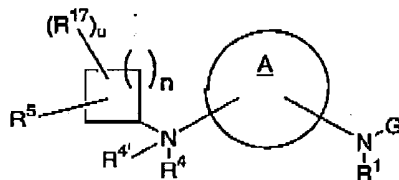


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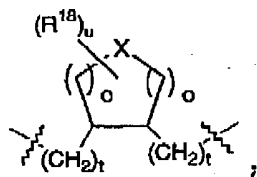
1. (CURRENTLY AMENDED) A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is



G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$;

~~W, at each occurrence, is independently selected from G or N, provided at least two of W are G;~~

X is O;

~~X¹ and X² are independently selected from G and N;~~

~~Z¹ is selected from G and N;~~

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~~R² is selected from NR^{1a}, O, C and C₇~~

R¹ and R² are independently selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^a;

R^{1a} is independently selected from H, C₁₋₆ alkyl, (CH₂)_r-C₃₋₆ cycloalkyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^a;

R^a, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^bR^b, (CH₂)_rOH, (CH₂)_rOR^c, (CH₂)_rSH, (CH₂)_rSR^c, (CH₂)_rC(O)R^b, (CH₂)_rC(O)NR^bR^b, (CH₂)_rNR^bC(O)R^b, (CH₂)_rC(O)OR^b, (CH₂)_rOC(O)R^c, (CH₂)_rCH(=NR^b)NR^bR^b, (CH₂)_rNHC(=NR^b)NR^bR^b, (CH₂)_rS(O)_pR^c, (CH₂)_rS(O)₂NR^bR^b, (CH₂)_rNR^bS(O)₂R^a, and (CH₂)_rphenyl;

R^b, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^c, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

~~alternatively, R² and R³ join to form a 5, 6, or 7 membered ring substituted with 0-3 R^a;~~

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R³ is selected from a (CR^{3'}R^{3''})_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁵ and a (CR^{3'}R^{3''})_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_r-C₃₋₆ cycloalkyl, and phenyl;

R⁴ is hydrogen, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^a;

~~alternatively, R⁴ joins with R⁸ or R¹¹ to form a pyrrolidine or piperidine ring system substituted with 0-3 R^{4d};~~

R^{4'} is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₃₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, (CH₂)_qC(O)R^{4b}, (CH₂)_qC(O)NR^{4a}R^{4a'}, (CH₂)_qC(O)OR^{4a}, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4c};

R^{4a} and R^{4a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_r-C₃₋₆ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, (CH₂)_r-C₃₋₆ cycloalkyl, C₂₋₈ alkynyl, and phenyl;

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R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;

~~R^{4d}, is selected from H, C₁₋₆ alkyl, (CHR')_qOH, (CHR')_qOR^{7a}, (CHR')_qOC(O)R^{7b}, (CHR')_qOC(O)NHR^{7a},~~

R⁵ is selected from a (CR^{5'}R^{5''})_t-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁶ and a (CR^{5'}R^{5''})_t-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶;

R^{5'} and R^{5''} at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

~~R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CHR')_qOH, (CHR')_qSH, (CHR')_qOR^{7d}, (CHR')_qSR^{7d}, (CHR')_qNR^{7a}R^{7a'}, (CHR')_qC(O)OH, (CHR')_rC(O)R^{7b}, (CHR')_qC(O)NR^{7a}R^{7a'}, (CHR')_qNR^{7a}C(O)R^{7a}, (CHR')_qNR^{7a}C(O)H, (CHR')_qC(O)OR^{7a}, (CHR')_qOC(O)R^{7b}, (CHR')_qS(O)₂R^{7b}, (CHR')_qS(O)₂NR^{7a}R^{7a'}, (CHR')_qNR^{7a}S(O)₂R^{7b}, (CHR')_qNHC(O)NR^{7a}R^{7a'}, (CHR')_qNHC(O)OR^{7a}, (CHR')_qOC(O)NHR^{7a}, C₁₋₆ haloalkyl, a (CHR')_f-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c}, and~~

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~~a (CHR')_x 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e},~~

~~R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_x C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7a}, and a (CH₂)_x 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e},~~

~~R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_x C₃₋₆ carbocyclic residue substituted with 0-2 R^{7a}, and a (CH₂)_x 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7a},~~

~~R^{7c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CH₂)_x C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₃)_xCF₃, NO₂, CN, (CH₂)_xNR^{7f}R^{7f}, (CH₂)_xOH, (CH₂)_xOC₁₋₄ alkyl, (CH₂)_xSC₁₋₄ alkyl, (CH₂)_xC(O)OH, (CH₂)_xC(O)R^{7b}, (CH₂)_xC(O)NR^{7f}R^{7f}, (CH₂)_xNR^{7f}C(O)R^{7a}, (CH₂)_xC(O)OC₁₋₄ alkyl, (CH₂)_xOC(O)R^{7b}, (CH₂)_xC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_xC(O)₂R^{7b}, (CH₂)_xNHC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_xC(O)₂NR^{7f}R^{7f}, (CH₂)_xNR^{7f}S(O)₂R^{7b}, and (CH₂)_xphenyl substituted with 0-3 R^{7e},~~

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~~R^{7d}, at each occurrence, is selected from methyl, CF₃, C₁₋₆-alkyl substituted with 0-3 R^{7e}, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e},~~

~~R^{7e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₃₋₆-cycloalkyl, Cl, F, Br, I, (CF₃)_xCF₃, (CH₂)_xOC₁₋₅-alkyl, (CH₂)_xOH, OH, (CH₂)_xSH, SH, (CH₂)_xSC₁₋₅-alkyl, (CH₂)_xNR^{7f}R^{7f}, and (CH₂)_xphenyl,~~

~~R^{7f}, at each occurrence, is selected from H, C₁₋₆-alkyl, and C₃₋₆-cycloalkyl,~~

~~R⁸ is selected from H, C₁₋₆-alkyl, C₃₋₆-cycloalkyl, and (CH₂)_xphenyl substituted with 0-3 R^{8a},~~

~~R^{8a}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₃₋₆-cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₃)_xCF₃, (CH₂)_xOC₁₋₅-alkyl, OH, SH, (CH₂)_xSC₁₋₅-alkyl, (CH₂)_xNR^{7f}R^{7f}, and (CH₂)_xphenyl,~~

~~alternatively, R⁷ and R⁸ join to form C₃₋₇-cycloalkyl, or -NR^{8b},~~

~~R^{8b} is selected from H, C₁₋₆-alkyl, C₃₋₆-cycloalkyl, OH, CN, and (CH₂)_xphenyl,~~

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~~R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{11d}, (CH₂)_qSR^{11a}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_xC(O)OH, (CH₂)_xC(O)R^{11b}, (CH₂)_xC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11b}, (CH₂)_qNR^{11a}C(O)NR^{11a}R^{11a'}, (CH₂)_xC(O)OR^{11a}, (CH₂)_qOC(O)R^{11b}, (CH₂)_qC(O)₂R^{11b}, (CH₂)_qC(O)₂NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)₂R^{11b}, C₁₋₆ haloalkyl, a (CH₂)_x C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_x 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11a} and R^{11a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_x C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_x 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_x C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_x 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_x C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_xCF₃, NO₂, CN, (CH₂)_xNR^{11f}R^{11f},~~

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~~(CH₂)_xOH, (CH₂)_xOC₁₋₄-alkyl, (CH₂)_xSC₁₋₄-alkyl,
 (CH₂)_xC(O)OH, (CH₂)_xC(O)R^{11b}, (CH₂)_xC(O)NR^{11e}R^{11f},
 (CH₂)_xNR^{11e}C(O)R^{11a}, (CH₂)_xC(O)OC₁₋₄-alkyl,
 (CH₂)_xOC(O)R^{11b}, (CH₂)_xC(-NR^{11e})NR^{11f}R^{11f},
 (CH₂)_xNHC(-NR^{11e})NR^{11e}R^{11f}, (CH₂)_xS(O)_pR^{11b},
 (CH₂)_xS(O)₂NR^{11e}R^{11f}, (CH₂)_xNR^{11e}S(O)₂R^{11b}, and
 (CH₂)_xphenyl substituted with 0-3 R^{11e},~~

~~R^{11a}, at each occurrence, is selected from methyl, CF₃,
 C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₆ alkenyl,
 C₂₋₆ alkynyl, and a C₃₋₁₀ carbocyclic residue
 substituted with 0-3 R^{11e},~~

~~R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl,
 C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,
 Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅ alkyl, OH,
 SH, (CH₂)_xSC₁₋₅ alkyl, (CH₂)_xNR^{11f}R^{11f}, and
 (CH₂)_xphenyl,~~

~~R^{11f}, at each occurrence, is selected from H, C₁₋₆
 alkyl, and C₃₋₆ cycloalkyl,~~

~~R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl,
 (CH₂)_xC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN,
 (CHR')_xNR^{15a}R^{15a'}, (CHR')_xOH, (CHR')_xO(CHR')_xR^{15d},
 (CHR')_xSH, (CHR')_xC(O)H, (CHR')_xS(CHR')_xR^{15d},
 (CHR')_xC(O)OH, (CHR')_xC(O)(CHR')_xR^{15b},
 (CHR')_xC(O)NR^{15a}R^{15a'}, (CHR')_xNR^{15f}C(O)(CHR')_xR^{15b},
 (CHR')_xNR^{15f}C(O)NR^{15a}R^{15a'}, (CHR')_xC(O)O(CHR')_xR^{15d},~~

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$(\text{CHR}')_r \text{OC}(\text{O})(\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{C}(=\text{NR}^{15f}) \text{NR}^{15a} \text{R}^{15a'}$,
 $(\text{CHR}')_r \text{NHC}(=\text{NR}^{15f}) \text{NR}^{15a} \text{R}^{15a'}$,
 $(\text{CHR}')_r \text{S}(\text{O})_p (\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{15a} \text{R}^{15a'}$,
 $(\text{CHR}')_r \text{NR}^{15f} \text{S}(\text{O})_2 (\text{CHR}')_r \text{R}^{15b}$, C_{1-6} haloalkyl, C_{2-8}
alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
substituted with 0-3 R' , $(\text{CHR}')_r$ phenyl substituted
with 0-3 R^{15e} , and a $(\text{CH}_2)_{r-5-10}$ membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
 R^{15e} ;

R' , at each occurrence, is selected from H, C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl,
and $(\text{CH}_2)_r$ phenyl substituted with R^{15e} ;

R^{15a} and $\text{R}^{15a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r$ -
 C_{3-10} carbocyclic residue substituted with 0-5
 R^{15e} , and a $(\text{CH}_2)_{r-5-10}$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-2 R^{15e} ;

R^{15b} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r \text{C}_{3-6}$
carbocyclic residue substituted with 0-3 R^{15e} , and
 $(\text{CH}_2)_{r-5-6}$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{15e} ;

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R^{15d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}, (CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b}, (CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rNHC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'}, (CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, C₂₋₈

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alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{16e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅

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alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{16f}\text{R}^{16f}$,
and $(\text{CH}_2)_r\text{phenyl}$;

R^{16f} , at each occurrence, is selected from H, C_{1-5}
alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{17} , is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8}
alkynyl, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_q\text{SH}$, $(\text{CH}_2)_q\text{OR}^{17d}$,
 $(\text{CH}_2)_q\text{SR}^{17d}$, $(\text{CH}_2)_q\text{NR}^{17a}\text{R}^{17a'}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{17b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{17a}\text{R}^{17a'}$,
 $(\text{CH}_2)_q\text{NR}^{17a}\text{C}(\text{O})\text{R}^{17b}$, $(\text{CH}_2)_q\text{NR}^{17a}\text{C}(\text{O})\text{H}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{17a}$, $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{17b}$, $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{17b}$,
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{17a}\text{R}^{17a'}$, $(\text{CH}_2)_q\text{NR}^{17a}\text{S}(\text{O})_2\text{R}^{17b}$, C_{1-6}
haloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue
substituted with 0-3 R^{17c} , and a $(\text{CH}_2)_r\text{-5-10}$
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-2 R^{17c} ;

R^{17a} and $\text{R}^{17a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r\text{-}$
 C_{3-10} carbocyclic residue substituted with 0-5
 R^{17e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{17e} ;

R^{17b} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-6}$
carbocyclic residue substituted with 0-2 R^{17e} , and
a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{17f}R^{17f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{17b}, (CH₂)_rC(O)NR^{17f}R^{17f}, (CH₂)_rNR^{17f}C(O)R^{17a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{17b}, (CH₂)_rC(=NR^{17f})NR^{17f}R^{17f}, (CH₂)_rS(O)_pR^{17b}, (CH₂)_rNHC(=NR^{17f})NR^{17f}R^{17f}, (CH₂)_rS(O)₂NR^{17f}R^{17f}, (CH₂)_rNR^{17f}S(O)₂R^{17b}, and (CH₂)_rphenyl substituted with 0-3 R^{17e};

R^{17d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{17e}, C₃₋₆ alkenyl, C₃₋₆ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{17c};

R^{17e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{17f}R^{17f}, and (CH₂)_rphenyl;

R^{17f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

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R^{18} , is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qSH$, $(CHR')_qOR^{18d}$, $(CHR')_qSR^{18d}$, $(CHR')_qNR^{18a}R^{18a'}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)R^{18b}$, $(CHR')_rC(O)NR^{18a}R^{18a'}$, $(CHR')_qNR^{18a}C(O)R^{18a}$, $(CHR')_qNR^{18a}C(O)H$, $(CHR')_rC(O)OR^{18a}$, $(CHR')_qOC(O)R^{18b}$, $(CHR')_qS(O)_pR^{18b}$, $(CHR')_qS(O)_2NR^{18a}R^{18a'}$, $(CHR')_qNR^{18a}S(O)_2R^{18b}$, C_{1-6} haloalkyl, a $(CHR')_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{18c} , and a $(CHR')_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{18c} ;

R^{18a} and $R^{18a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{18e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e} ;

R^{18b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{18e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e} ;

R^{18c} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_xCF_3$, NO_2 , CN, $(CH_2)_rNR^{18f}R^{18f}$,

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$(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{SC}_{1-4}$ alkyl,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{18b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{18f}\text{R}^{18f}$,
 $(\text{CH}_2)_r\text{NR}^{18f}\text{C}(\text{O})\text{R}^{18a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$ alkyl,
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{18b}$, $(\text{CH}_2)_r\text{C}(=\text{NR}^{18f})\text{NR}^{18f}\text{R}^{18f}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{18b}$, $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{18f})\text{NR}^{18f}\text{R}^{18f}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{18f}\text{R}^{18f}$, $(\text{CH}_2)_r\text{NR}^{18f}\text{S}(\text{O})_2\text{R}^{18b}$, and
 $(\text{CH}_2)_r$ phenyl substituted with 0-3 R^{18e} ;

R^{18d} , at each occurrence, is selected from methyl, CF_3 ,
 C_{2-6} alkyl substituted with 0-3 R^{18e} , C_{3-6} alkenyl,
 C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue
 substituted with 0-3 R^{18e} ;

R^{18e} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,
 Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH,
 SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{18f}\text{R}^{18f}$, and
 $(\text{CH}_2)_r$ phenyl;

R^{18f} , at each occurrence, is selected from H, C_{1-6}
 alkyl, and C_{3-6} cycloalkyl;

~~R^{19} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8}
 alkynyl, $\text{C}(\text{O})\text{R}^{19b}$, $\text{C}(\text{O})\text{NR}^{19a}\text{R}^{19a}$, $\text{C}(\text{O})\text{OR}^{19a}$, and
 $\text{SO}_2\text{R}^{19a}$, a $(\text{CHR}')_x$ C_{3-10} carbocyclic residue
 substituted with 0-3 R^{16} , and a $(\text{CHR}')_x$ 5-10
 membered heterocyclic system containing 1-4
 heteroatoms selected from N, O, and S, substituted
 with 0-2 R^{16} .~~

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~~R^{19a} is selected from C₁₋₈-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₂₋₆-cycloalkyl, a (CR^{5'}R^{5''})₅-C₃₋₁₀ carboicyclic residue substituted with 0-5 R¹⁵¹⁶ and a (CR^{5'}R^{5''})₅-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶¹⁶.~~

~~R^{19b} is selected from H, C₁₋₈-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₂₋₆-cycloalkyl, a (CR^{5'}R^{5''})₅-C₃₋₁₀ carboicyclic residue substituted with 0-5 R¹⁵¹⁶ and a (CR^{5'}R^{5''})₅-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶¹⁶.~~

~~m, at each occurrence, is selected from 1, 2, 3, 4, and 5;~~

~~n, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;~~

~~o, at each occurrence, is selected from 1 and 2;~~

~~p, at each occurrence, is selected from 1 and 2;~~

~~r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;~~

~~q, at each occurrence, is selected from 1, 2, 3, 4, and 5;~~

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s, at each occurrence, is selected from 0, 1, and 2;

t, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5; and

u, at each occurrence, is independently selected from 0, 1, and 2; and

~~v, at each occurrence, is selected from 0 and 1, and~~

~~w, at each occurrence, is selected from 0, 1, 2, and 3.~~

2. (CURRENTLY AMENDED) The compound of claim 1, wherein:

R^{4'} is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

~~R^{2'} is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CHR')_qOH, (CHR')_qOR^{7d}, (CHR')_qNR^{7a}R^{7a'}, (CHR')_qC(O)R^{7b}, (CHR')_qC(O)NR^{7a}R^{7a'}, (CHR')_qNR^{7a}C(O)R^{7b}, (CHR')_qNR^{7a}C(O)H, (CHR')_qS(O)₂NR^{7a}R^{7a'}, (CHR')_qNR^{7a}S(O)₂R^{7b}, (CHR')_qNHC(O)NHR^{7a}, (CHR')_qNHC(O)OR^{7a}, (CHR')_qOC(O)NHR^{7a}, C₁₋₆ haloalkyl, a (CHR')_x-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CHR')_x-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e}.~~

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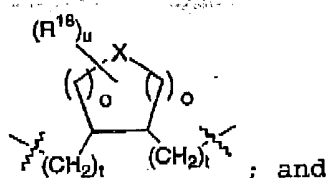
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~~alternatively, R⁷ and R⁸ join to form C₂₋₇ cycloalkyl,
or -NR^{8b},~~

~~R¹¹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₈
alkynyl, (CH₂)_qOH, (CH₂)_qOR^{11a}, (CH₂)_qNR^{11a}R^{11a'},
(CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'},
(CH₂)_qNR^{11a}C(O)R^{11b}, (CH₂)_qNR^{11a}C(O)NHR^{11a},
(CH₂)_qNHC(O)NHR^{11a}, (CH₂)_qNHC(O)OR^{11a},
(CH₂)_qOC(O)NHR^{11a}, C₁₋₆ haloalkyl, a (CH₂)_r-C₂₋₁₀
carbocyclic residue substituted with 0-5 R^{11a}, and
a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11a}.~~

3. (PREVIOUSLY AMENDED) The compound of claim 2,
wherein:

A is



t is selected from 0, 1, and 2.

4. (ORIGINAL) The compound of claim 3, wherein:

R¹⁷ is selected from H; and

R¹⁸ is selected from H.

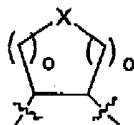
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5. (PREVIOUSLY AMENDED) The compound of claim 4, wherein:

A is



6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, and $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

7. (PREVIOUSLY AMENDED) The compound of claim 6, wherein:

G is selected from $-C(O)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

8. (ORIGINAL) The compound of claim 7, wherein:

R^{16} , at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_2 -8 alkenyl, C_2 -8 alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 ,

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CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH,
(CHR')_rO(CHR')_rR^{16d}, (CHR')_rC(O)(CHR')_rR^{16b},
(CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b},
(CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'},
(CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, and
(CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H,
methyl, ethyl, and a (CH₂)_r-C₃₋₆ carbocyclic
residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl,
ethyl, Cl, F, Br, I, CN, CF₃, and OCH₃;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

9. (PREVIOUSLY AMENDED) The compound of claim 8,
wherein:

R³ is selected from a (CR^{3'}R^{3''})_r-C₃₋₆ carbocyclic
residue substituted with 0-2 R¹⁵ and a (CR^{3'}CR^{3''})_r-
5-10 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-2 R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H;

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R^{15} , at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_x C_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_x NR^{15a} R^{15a'}$, $(CHR')_x OH$, $(CHR')_x O (CHR')_x R^{15d}$, $(CHR')_x C(O) (CHR')_x R^{15b}$, $(CHR')_x C(O) NR^{15a} R^{15a'}$, $(CHR')_x NR^{15f} C(O) (CHR')_x R^{15b}$, $(CHR')_x NR^{15f} C(O) NR^{15f} R^{15f}$, $(CHR')_x C(O) O (CHR')_x R^{15d}$, $(CHR')_x OC(O) (CHR')_x R^{15b}$, $(CHR')_x S(O)_p (CHR')_x R^{15b}$, $(CHR')_x S(O)_2 NR^{15a} R^{15a'}$, $(CHR')_x NR^{15f} S(O)_2 (CHR')_x R^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , $(CHR')_x$ phenyl substituted with 0-3 R^{15e} , and a $(CH_2)_x$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R' , at each occurrence, is selected from H, and C_{1-6} alkyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_x$ - C_{3-6} carbocyclic residue substituted with 0-5 R^{15e} , and a $(CH_2)_x$ -5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15b} , at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_x$ - C_{3-6} carbocyclic residue substituted with 0-3 R^{15e} , and $(CH_2)_x$ -5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ; and

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R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl,
Cl, F, Br, I, CN, (CF₂)_rCF₃, and OH.

10. (CANCELED)

11. (CANCELED)

12. (CANCELED)

13. (CANCELED)

14. (CANCELED)

15. (CANCELED)

16. (CANCELED)

17. (CANCELED)

18. (CANCELED)

19. (CANCELED)

20. (CANCELED)

21. (CANCELED)

22. (CANCELED)

¹⁰ ~~23~~. (PREVIOUSLY AMENDED) The compound of claim 1
wherein the compound is selected from:

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N-(3-acetylphenyl)-N'-((3S,4S)-4-{[4-(4-fluorobenzyl)cyclohexyl]amino}tetrahydro-3-furanyl)urea.

~~14~~ 24. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

~~14~~ 25. (ORIGINAL) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

~~13~~ 26. (CURRENTLY AMENDED) A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

~~14~~ 27. (CURRENTLY AMENDED) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

~~15~~ 28. (PREVIOUSLY PRESENTED) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 9.

~~15~~ 29. (PREVIOUSLY PRESENTED) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a

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therapeutically effective amount of a compound of claim

9.

~~16~~
~~30~~. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

~~18~~
~~31~~. (CURRENTLY AMENDED) A method for treating ~~ex~~ preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

~~19~~
~~32~~. (PREVIOUSLY PRESENTED) A method according to Claim ~~30~~¹⁷, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, allergic colitis, eczema, conjunctivitis, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, and eosinophilic gastroenteritis.

~~20~~
~~33~~. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~¹⁹, wherein the disorder is allergic rhinitis.

~~24~~
~~34~~. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~¹⁹, wherein the disorder is atopic dermatitis.

~~22~~
~~35~~. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~¹⁹, wherein the disorder is inflammatory bowel diseases.